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TERESA98 FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735
(850)561-1025

FAX #:

NAME: ALL FLORIDA DIALYSIS SERVICES, INC. AUDIT NUMBER.....H98000012570 DOC
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ARTICLES OF INCORPORATION

OF

ALL FLORIDA DIALYSIS SERVICES, INC.

ARTICLE I.

NAME.

The name of the Corporation is: ALL FLORIDA DIALYSIS SERVICES, INC.

ARTICLE II.

DURATION.

The Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III.

PURPOSE.

This Corporation is organized to perform all and any lawful business activities not prohibited by the laws of the State of Florida.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the Corporation is: 8026 Boca Rio Drive, Boca Raton, Florida 33433.

ARTICLE V.

CAPITAL STOCK.

The Corporation is authorized to issue ONE THOUSAND (1000) shares of \$1.00 Dollar (\$) par value common stock, which shall be designated "Common Shares".

LAWRENCE A. CAPLAN, ESQ.
12000 BISCAYNE BLVD.
SUITE 803
MIAMI, FL 33181
561-750-5974
FAX BAR. 700531

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ARTICLE VI.
INITIAL REGISTERED AGENT AND OFFICE.

The initial Registered Agent and the street address of the registered office of the corporation is:

MAJEELA WILHANKS
8026 Boca Rio Drive
BOCA RATON, FLORIDA 33433

ARTICLE VII.
INCORPORATOR.

The person signing these Articles of Incorporation is:

LAWRENCE A. CAPLAN, ESQ.
12000 BISCAYNE BLVD., SUITE 803
MIAMI, FLORIDA 33181

ARTICLE VIII.
POWERS.

The Corporation shall have all of the corporate powers allowed it under Chapter 607, Florida Statutes.

ARTICLE IX.
AMENDMENT.

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE FOR SERVICE OF PROCESS

In compliance with Sections 607.0501 and 48.091, Florida Statutes, the following is submitted:

That ALL FLORIDA DIALYSIS SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, has named MAJELLA WILBANKS, located at 8026 BOCA RIO DRIVE, Boca Raton, Florida 33433, as its Registered Agent to accept service of process within the State of Florida.


LAWRENCE A. CAPLAN, Incorporator

JUNE 30, 1998
DATE

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Majella Wilbanks
MAJELLA WILBANKS
Registered Agent

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of June, 1998.

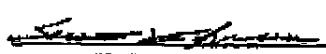


LAWRENCE A. CAPLAN, Incorporator

STATE OF FLORIDA :
: SS:
COUNTY OF MIAMI-DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LAWRENCE A. CAPLAN, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this 30th day of June, 1998.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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